

RECORDATION NO. 25088 FILED

JUL 22 '04 3-08 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 22, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 29, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Lessee:	Church & Dwight Co., Inc. 469 N. Harrison Street Princeton, NJ 08543

A description of the railroad equipment covered by the enclosed documents is:

5 railcars AEX 6503— AEX 6507

Mr. Vernon A. Williams
July 22, 2004
Page Two

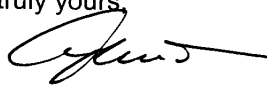
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 29th day of April, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Church & Dwight Co., Inc., a Delaware corporation, having its principal place of business at 469 N. Harrison Street, Princeton, New Jersey 08543-5297 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of March 3, 2004, (the "Master Lease"), and Deal #R00309 dated as of March 3, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee five (5) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting July 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

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SUPREME TRANSPORTATION BOARD

LESSEE:

CHURCH & DWIGHT CO., INC.

By:

Title:

STATE OF NJ

COUNTY OF MERCER) SS:

The foregoing instrument was acknowledged before me this 22 day of April, 2004, by _____, the _____ of _____, a _____ corporation, on behalf of the corporation.

DONNA J. DENNIS
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 1/24/2009

Donna J. Dennis
Notary Public

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LESSOR:

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO

)

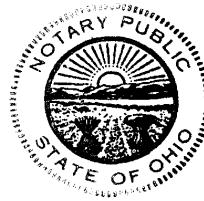
COUNTY OF LUCAS

) SS:

The foregoing instrument was acknowledged before me this 24th day of April, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Susan E. Monro
Notary Public

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SUSAN E. MONRO
Notary Public, State of Ohio
Attorney At Law
My Commission Has
No Expiration
Section 147.03 R.C.

2011.5

EXHIBIT "A"			
CHURCH & DWIGHT CO., INC.			
COVERED HOPPER			
DEAL #00309			
1	AEX	6503	
2	AEX	6504	
3	AEX	6505	
4	AEX	6506	
5	AEX	6507	